

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

**IN RE:** ) **Chapter 11**  
 )  
**FABER BROTHERS, INC.,** ) **Case. No. 06 B 07852**  
 )  
**Debtor.** ) **Hon. Jack B. Schmetterer**

**SECOND STIPULATION OF WELLS FARGO FOOTHILL, INC. AND  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Court entered that certain Agreed Final Hearing Order Authorizing Debtor to:

(a) Use Cash Collateral and (B) Grant Adequate Protection And Provide Security And Other Relief To Wells Fargo Foothill, Inc. and To Junior Alleged Secured Creditors entered on October 10, 2006 (as amended, modified or supplement from time to time, "Final Cash Collateral Order").<sup>1</sup> Paragraph 7(a) of the Final Cash Collateral Order establishes an October 31, 2006 as the date by which the Committee must file an adversary complaint contesting the stipulations and representations in the Final Cash Collateral made by Debtor with respect to Lender's liens and claims, and the release also provided by Debtor to Lender therein ("Objection Deadline"). Absent a timely challenge, all such stipulations, representations and release shall become binding and effective with respect to the Debtor, Committee and all other parties in interest. In connection with its opportunity to commence such an adversary proceeding, the Committee has undertaken a review of the facts underlying Lender's liens and claims against Debtor. The Committee has satisfied itself that substantially all of Lender's liens and claims as of the date hereof are not reasonably subject challenge. However, as of the date hereof, questions of the Committee remain with respect to certain components of Lender's claim against Debtor. To provide themselves further time to try to resolve such questions to their mutual satisfaction

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<sup>1</sup> Unless otherwise indicated, all capitalized terms used as defined terms herein have the meanings ascribed thereto in the Final Cash Collateral Order.

without requiring the Committee to immediately commence an adversary proceeding to preserve its rights prior to the Objection Deadline, Lender and the Committee have agreed as set forth below.

1. Lender and the Committee agree that the date of October 31, 2006 in Paragraph 7(a) of the Final Cash Collateral Order shall be deemed changed to November 22, 2006 with respect to the Committee's right to challenge the amount of Lender's claim against Debtor as it relates to all activity occurring from and after July 5, 2006, including, without limitation, all charges that arose before, on or after July 5, 2006 that were added to Debtor's loan account with Lender after July 5, 2006.

2. Lender and the Committee agree that the phrase "within thirty (30) days of receipt of the invoice to which the objection relates" in Paragraph 6(a) of the Final Cash Collateral Order shall be deemed mean November 22, 2006 solely with respect to the Committee (and no other party) and its right to object to fees, expenses and costs of Hostmann that were served upon the Committee on October 11, 2006.

3. If this Stipulation is not approved by the Court in its present form, Lender and the Committee shall present and support the entry by the Court of an amendment of the Final Cash Collateral Order to expressly provide for the foregoing, in the event either party deems such amendment necessary, which amendment shall be *nunc pro tunc* to October 30, 2006.

4. Except as expressly set forth herein, neither Lender nor the Committee intend for any of the terms of the Final Cash Collateral Order to be altered, but instead to remain in full force and effect.

5. The terms of this Stipulation were negotiated in good faith and at arms' length.

DATED: November 9, 2006

<b>OFFICIAL COMMITTEE OF UNSECURED CREDITORS</b>	<b>WELLS FARGO FOOTHILL, INC.</b>
By <u>/s/ Bruce Dopke</u> Its Attorney	By <u>/s/ Jeremy Downs</u> One of Its Attorneys

**The court incorporates by reference in this paragraph and adopts as the findings and orders of this court the document set forth above.**

**SO ORDERED:**

**Dated:**

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**United States Bankruptcy Judge**